

**Exhibit B**

SECTION 7.3(d)-(e)	
Plaintiffs' Proposed Language	Defendants' Proposed Language
<p>Unless otherwise ordered by the Court or permitted in writing by the Designating Party, a Receiving Party may disclose any information or item designated “HIGHLY CONFIDENTIAL—ATTORNEYS’ EYES ONLY” only to:</p> <p>(d) the Attorney General of each State with a case filed in or transferred to the Action, along with the attorneys and staff employed by each such Attorney General’s Office to whom disclosure is reasonably necessary for the Action;</p> <p>(e) the attorneys and staff employed by any Local Government Plaintiff to whom disclosure is reasonably necessary for the Action;</p>	<p>Unless otherwise ordered by the Court or permitted in writing by the Designating Party, a Receiving Party may disclose any information or item designated “HIGHLY CONFIDENTIAL—ATTORNEYS’ EYES ONLY” only to:</p> <p>(d) the Attorney General of each State with a case filed in or transferred to the Action, along with the attorneys and staff employed by each such Attorney General’s Office to whom disclosure is reasonably necessary for the Action, <i>provided that those attorneys who are not counsel of record and staff are not involved in bid procurement activities relating in any way to pharmacy benefit managers or pharmacy benefit services;</i></p> <p>(e) the attorneys and staff employed by any Local Government Plaintiff to whom disclosure is reasonably necessary for the Action, <i>provided that those attorneys who are not counsel of record and staff are not involved in bid procurement activities relating in any way to pharmacy benefit managers or pharmacy benefit services;</i></p>

SECTION 9(c)	
Plaintiffs' Proposed Language	Defendants' Proposed Language
<p>In the event that a Producing Party is required, by a valid discovery request, to produce a Non-Party's confidential information in its possession, and the Producing Party is subject to an agreement with the Non-Party not to produce the Non-Party's confidential information, the Producing Party must initiate any notice or other procedure required under its agreement with the Non-Party within 14 days from the time the Producing Party discovers that Non-Party confidential information is responsive, <i>provide the Non-Party with a copy of this Order, and seek the Non-Party's consent to the disclosure. If the Non-Party objects to the disclosure, it has 14 days to seek relief from the Court if it believes in good faith that the information is confidential and regards this Confidentiality Order to be inadequate. If the Non-Party fails to timely seek such relief, the Party shall promptly produce the information subject to the protections of this Confidentiality Order, or alternatively, promptly seek to be relieved of this obligation or for clarification of this obligation by the Court.</i> The Producing Party must promptly inform the Requesting Party if it does not anticipate producing the responsive, Non-Party confidential information.</p>	<p>In the event that a Producing Party is required, by a valid discovery request, to produce a Non-Party's confidential information in its possession, and the Producing Party is subject to an agreement with the Non-Party not to produce the Non-Party's confidential information, the Producing Party must initiate any notice or other procedure required under its agreement with the Non-Party within 14 days from the time the Producing Party discovers that Non-Party confidential information is responsive. The Producing Party must promptly inform the Requesting Party if it does not anticipate producing the responsive, Non-Party confidential information. <i>If such permission (where required) is not given within 28 days of providing notice or initiating such other procedure, then the parties shall meet and confer in good faith to resolve any concerns over the production of information.</i></p>